

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 23-11069 (CTG)  
)  
) (Jointly Administered)  
)  
)  
) **Re: Docket Nos. 852, 863**

**NOTICE OF FILING OF REVISED ORDER (I) APPROVING AGENCY AGREEMENT  
WITH NATIONS CAPITAL, LLC, RITCHIE BROS. AUCTIONEERS (AMERICA) INC.,  
IRONPLANET, INC., RITCHIE BROS. AUCTIONEERS (CANADA) LTD., AND  
IRONPLANET CANADA LTD. EFFECTIVE AS OF OCTOBER 16, 2023;  
(II) AUTHORIZING THE SALE OF ROLLING STOCK ASSETS FREE AND CLEAR  
OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES; AND  
(III) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On October 16, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of an Order (I) Approving Agency Agreement with Nations Capital, LLC, Ritchie Bros. Auctioneers (America) Inc., IronPlanet, Inc., Ritchie Bros. Auctioneers (Canada) Ltd. and IronPlanet Canada Ltd Effective as of October 16, 2023; (II) Authorizing the Sale of Rolling Stock Assets Free and Clear of Liens, Claims, Interests and Encumbrances; and (III) Granting Related Relief* (the “Motion”)<sup>2</sup> [Docket No. 852]<sup>3</sup>, which attached a proposed order as Exhibit A thereto.

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the Motion.

<sup>3</sup> The sealed version of the Motion was filed at Docket No. 863.

2. Pursuant to the notice of hearing on the Motion [Docket No. 865], objections to the Motion are due to be filed on or before October 27, 2023 at 9:00 a.m. (ET) (the “Objection Deadline”) and a hearing on the Motion is scheduled for October 27, 2023 at 12:00 p.m. (ET) (the “Hearing”).

3. Attached hereto as **Exhibit A** is a revised proposed order granting the Motion (the “Revised Proposed Order”), which incorporates comments received from the following parties: (a) the Committee, (b) the Agent, (c) the Prepetition UST Secured Parties, (d) the Prepetition Secured Parties, (e) BNSF, (f) Nations Fund I, Inc., and (g) the Texas Taxing Authorities. As of the filing of this notice, the U.S. Trustee has received but has not provided comments to the Revised Proposed Order.

4. Attached hereto as **Exhibit B** is a redline of the Revised Order reflecting changes against the original proposed order attached to the Motion.

5. Attached as **Exhibit 1** to the Revised Proposed Order is the Agency Agreement, which was originally filed with the Motion. Attached as **Exhibits A** and **B** thereto are lists of the Rolling Stock Assets and the Leased Rolling Stock Assets, the latter of which has been amended by the Debtors, in consultation with the Consultation Parties, as set forth at fn. 8 to the Revised Proposed Order.

6. The Debtors intend to present the Revised Proposed Order at the Hearing.

Dated: October 26, 2023  
Wilmington, Delaware

*/s/ Peter J. Keane*

Laura Davis Jones (DE Bar No. 2436)

Timothy P. Cairns (DE Bar No. 4228)

Peter J. Keane (DE Bar No. 5503)

Edward Corma (DE Bar No. 6718)

**PACHULSKI STANG ZIEHL & JONES LLP**

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: [ljones@pszjlaw.com](mailto:ljones@pszjlaw.com)

[tcairns@pszjlaw.com](mailto:tcairns@pszjlaw.com)

[pkeane@pszjlaw.com](mailto:pkeane@pszjlaw.com)

[ecorma@pszjlaw.com](mailto:ecorma@pszjlaw.com)

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)

David Seligman, P.C. (admitted *pro hac vice*)

Whitney Fogelberg (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle

Chicago, Illinois 60654

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: [patrick.nash@kirkland.com](mailto:patrick.nash@kirkland.com)

[david.seligman@kirkland.com](mailto:david.seligman@kirkland.com)

[whitney.fogelberg@kirkland.com](mailto:whitney.fogelberg@kirkland.com)

-and-

Allyson B. Smith (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: [allyson.smith@kirkland.com](mailto:allyson.smith@kirkland.com)

*Co-Counsel for the Debtors and Debtors in  
Possession*